

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

PAUL A. NOBLE, On Behalf of Himself and All)
Others Similarly Situated,)

Plaintiff,)

v.)

AAR CORP., DAVID P. STORCH, RONALD B.)
WOODARD, TIMOTHY J. ROMENESKO,)
NORMAN R. BOBINS, RONALD R.)
FOGLEMAN, JAMES G. BROCKSMITH, JR.,)
PETER PACE, MICHAEL R. BOYCE, JAMES)
E. GOODWIN, MARC J. WALFISH, and)
PATRICK J. KELLY,)

Defendants.)

Case No. 12 cv 7973

Removal from the Circuit Court of
DuPage County Illinois, County
Department, Chancery Division

NOTICE OF REMOVAL

To: United States District Court
Northern District of Illinois
Eastern Division

Defendant Ronald B. Woodard ("Defendant Woodard"), pursuant to 28 U.S.C. §§ 1331, 1332, 1441 and 1446, hereby removes to this Court the state court action described below that is currently pending in the Circuit Court of DuPage County, Illinois, County Department, Chancery Division under the caption and case number, *Paul A. Noble v. AAR Corp., et al.*, Case No. 2012CH004950. In support of this Notice, Defendant Woodward states as follows:

1. On October 2, 2012, plaintiff Paul Noble ("Plaintiff"), filed this putative class action in the Circuit Court of DuPage County, Illinois, Chancery Division, asserting substantial federal questions regarding, whether, as Plaintiff alleges, defendants issued an incomplete and misleading proxy statement, the content of which is governed by Section 14 of the Securities Exchange Act of 1934, 15 U.S.C. § 78n, and the rules and regulations promulgated by the SEC

thereunder. In addition to requesting damages, the Complaint seeks to enjoin an advisory shareholder vote on an executive compensation proposal set forth in the proxy. A true and correct copy of the Complaint is attached hereto as Exhibit A.

2. On October 3, 2012, Plaintiff filed a Motion for Temporary Restraining Order, Limited Expedited Discovery, and the Scheduling of a Preliminary Injunction Hearing and a memorandum in support thereof. True and correct copies of these documents are attached hereto as Exhibit B.

3. Defendant Woodard, a resident of San Juan County, Washington, accepted service of the Complaint on October 3, 2012. None of the other defendants in this action have been served.

4. Defendant AAR CORP. is a corporation organized and existing under the laws of the State of Delaware with its principal place of business in Wood Dale, Illinois. Individual Defendants Norman Bobins, James Goodwin, Patrick Kelly, Timothy Romenseko, David Storch, and Mark Walfish are Illinois residents. Defendant Ronald Fogelman is a Colorado resident. Defendant Peter Pace is a Virginia resident. Defendants Michael Boyce and James Brocksmith, Jr. are Florida residents.

5. Upon information and belief, based on a reasonable investigation, Plaintiff is not a resident of the same state as any of the defendants.

6. While Defendant Woodard denies that Plaintiff is entitled to any relief whatsoever, based on the allegations in the Complaint and upon information and belief, the amount in controversy exceeds \$75,000, exclusive of interest and costs. Specifically, the Complaint seeks injunctive relief and damages against defendants that include both individual and class damages. (Complaint at 11.)

7. Consequently, this is a civil action between citizens of different states and the amount in controversy exceeds \$75,000, exclusive of interest and costs. This is a civil action over which this Court has original jurisdiction under 28 U.S.C. § 1332, and is one that may be removed to this Court by Defendant Woodard pursuant to 28 U.S.C. § 1441.

8. Additionally, Defendant Woodard's removal petition is proper because of the federal questions presented by Plaintiff's lawsuit. Federal courts have original jurisdiction over all civil actions "arising under the Constitution, treaties or laws of the United States." 28 U.S.C. § 1331. Plaintiff alleges that defendants issued an incomplete and misleading proxy statement, the content of which is governed by by Section 14 of the Securities Exchange Act of 1934, 15 U.S.C. § 78n, and the comprehensive proxy rules and regulations issued by the SEC thereunder, including the extensive disclosure requirements relating to executive compensation.

9. As such, this is a civil action over which this Court has original jurisdiction under 28 U.S.C. § 1331, and thus may be properly removed to this Court pursuant to 28 U.S.C. § 1441(b).

10. Venue is proper here because the United States District Court for the Northern District of Illinois, Eastern Division, is the district and division embracing the place where the state court action is pending, *i.e.*, DuPage County, Illinois.

11. This Notice of Removal is filed within thirty (30) days of service of the Complaint on Defendant Woodard, and therefore, is timely under 28 U.S.C. § 1446(b).

12. As required by 28 U.S.C. § 1446(d), a copy of this Notice is being filed contemporaneously with the Clerk of the Circuit Court of DuPage County and served upon opposing counsel.

DATED: October 4, 2012

Respectfully submitted,

/s/ Louis A. Varchetto

An Attorney for Defendant Woodard

CERTIFICATE OF SERVICE

I hereby certify that on this 4rd day of October, 2012, I did cause a copy of the foregoing NOTICE OF REMOVAL to be served, by United States mail, first-class postage prepaid, and email upon the following counsel of record:

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/s/ Louis A. Varchetto

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